

FOUNDATION CAPITAL MANAGEMENT CO II LLC
Form SC 13G/A
February 09, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b) AND
(c) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)
(Amendment No. 1)*

Atheros Communications, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04743P108

(CUSIP Number)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-(c)
 Rule 13d-2(b)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS.
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Foundation Capital II, L.P. 94-3294074

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Foundation Capital II Principals Fund, L.L.C. 94-3296579

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
	6	SHARED VOTING POWER 0 shares
	7	SOLE DISPOSITIVE POWER 0 shares
	8	SHARED DISPOSITIVE POWER 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Foundation Capital II Entrepreneurs Fund, L.L.C. 94-3301748

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States of America

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY EACH REPORTING
 PERSON
 WITH

5 SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 0 shares

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Foundation Capital Management Co. II, L.L.C. 94-3294072

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States of America

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	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares	
		6	SHARED VOTING POWER 0 shares	
		7	SOLE DISPOSITIVE POWER 0 shares	
		8	SHARED DISPOSITIVE POWER 0 shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
12	TYPE OF REPORTING PERSON*			

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Foundation Capital Leadership Fund, L.P. 94-3370925		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		(a) (b)
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United States of America		

	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
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6	SHARED VOTING POWER 0 shares	
7	SOLE DISPOSITIVE POWER 0 shares	
8	SHARED DISPOSITIVE POWER 0 shares	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
12	TYPE OF REPORTING PERSON*	

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Foundation Capital Leadership Principals Fund, L.L.C.	94-3377483
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United States of America	

5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER 0 shares	
6	SHARED VOTING POWER 0 shares	

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7 SOLE DISPOSITIVE POWER
0 shares

8 SHARED DISPOSITIVE POWER
0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
FC Leadership Management Co., L.L.C 91-2076858

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware, United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
0 shares

6 SHARED VOTING POWER
0 shares

7 SOLE DISPOSITIVE POWER
0 shares

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8 SHARED DISPOSITIVE POWER
0 shares

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

 12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 James C. Anderson

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER
0 shares

 6 SHARED VOTING POWER
0 shares

 7 SOLE DISPOSITIVE POWER
0 shares

 8 SHARED DISPOSITIVE POWER
0 shares

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 s

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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
William B. Elmore

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 82,709 shares
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6	SHARED VOTING POWER 0 shares
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7	SOLE DISPOSITIVE POWER 82,709 shares
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8	SHARED DISPOSITIVE POWER 0 shares
---	--------------------------------------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

82

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Kathryn C. Gould

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER
 0 shares

6 SHARED VOTING POWER
 0 shares

7 SOLE DISPOSITIVE POWER
 0 shares

8 SHARED DISPOSITIVE POWER
 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Paul G. Koontz

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 shares
--	---	-------------------------------

6	SHARED VOTING POWER 0 shares
---	---------------------------------

7	SOLE DISPOSITIVE POWER 0 shares
---	------------------------------------

8	SHARED DISPOSITIVE POWER 0 shares
---	--------------------------------------

9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	0
---	---	---

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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 1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Michael N. Schuh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 113,979 shares
--	---	-------------------------------------

 6 SHARED VOTING POWER
 0 shares

7 SOLE DISPOSITIVE POWER
 113,979 shares

8 SHARED DISPOSITIVE POWER
 0 shares

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

11

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Adam Grosser

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 101,396 shares
--	---	-------------------------------------

6	SHARED VOTING POWER 0 shares
---	---------------------------------

7	SOLE DISPOSITIVE POWER 101,396 shares
---	--

8	SHARED DISPOSITIVE POWER 0 shares
---	--------------------------------------

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

10

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
 EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON*

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(a) Name of Issuer: Atheros Communications, Inc.

(b) Address of Issuer's Principal Executive Offices:

529 Almanor Avenue
Sunnyvale, CA 94085

Item 2

(a) Name of Person(s) Filing:

Foundation Capital II, L.P. ("FC2")
Foundation Capital II Principals Fund, L.L.C. ("FC2P")
Foundation Capital II Entrepreneurs Fund, L.L.C. ("FC2E")
Foundation Capital Management Company II, L.L.C. ("FC2M")
Foundation Capital Leadership Fund, L.P. ("FCL")
Foundation Capital Leadership Principals Fund, L.L.C. ("FCLP")
FC Leadership Management Co., L.L.C. ("FCLM")
James C. Anderson ("Anderson")
William B. Elmore ("Elmore")
Kathryn C. Gould ("Gould")
Paul G. Koontz ("Koontz")
Michael N. Schuh ("Schuh")
Adam Grosser ("Grosser")

(b) Address of Principal Business Office:

c/o Foundation Capital
70 Willow Road, Suite 200
Menlo Park, CA 94025

(c) Citizenship:

Entities:	FC2	-	Delaware
	FC2P	-	Delaware
	FC2E	-	Delaware
	FC2M	-	Delaware
	FCL	-	Delaware
	FCLP	-	Delaware
	FCLM	-	Delaware
Individuals:	Anderson	-	United States of America
	Elmore	-	United States of America
	Gould	-	United States of America
	Koontz	-	United States of America
	Schuh	-	United States of America
	Grosser	-	United States of America

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 04743P108

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Item 3 Not applicable.

Item 4 Ownership.

The following information with respect to the ownership of the Common Stock of

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the issuer by the persons filing this Statement is provided as of December 31, 2005:

Ownership/Power	FC2	FC2P	FC2E	FC2M	FCL	FCLP
Beneficial Ownership	0	0	0	0	0	0
Percentage of Class	0	0	0	0	0	0
Sole Voting Power	0	0	0	0	0	0
Shared Voting Power	0	0	0	0	0	0
Sole Dispositive Power	0	0	0	0	0	0
Shared Dispositive Power	0	0	0	0	0	0

Ownership/Power	Anderson	Elmore	Gould	Koontz	Schuh	Grosser
Beneficial Ownership	0	82,709	0	0	113,979	101,396
Percentage of Class	0	0.17	0	0	0.23	0.20
Sole Voting Power	0	82,709	0	0	113,979	101,396
Shared Voting Power	0	0	0	0	0	0
Sole Dispositive Power	0	82,709	0	0	113,979	101,396
Shared Dispositive Power	0	0	0	0	0	0

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

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Item 8 Identification and Classification of Members of the Group.

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Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

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Item 10 Certification.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 7, 2006

/s/ William B. Elmore

William B. Elmore

FOUNDATION CAPITAL MANAGEMENT CO. II, L.L.C.

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II, L.P.

By: Foundation Capital Management Co. II, L.L.C.
its General Partner

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II ENTREPRENEURS FUND, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.
its Manager

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II PRINCIPALS, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.
its Manager

By: /s/ William B. Elmore

Member

FC LEADERSHIP MANAGEMENT CO., L.L.C.

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL LEADERSHIP FUND, L.P.

By: FC Leadership Management Co., L.L.C.
its General Partner

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By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL LEADERSHIP PRINCIPALS FUND, L.L.C.
By: FC Leadership Management Co., L.L.C.
its Manager

By: /s/ William B. Elmore

Member

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/s/ James C. Anderson

James C. Anderson

/s/ William B. Elmore

William B. Elmore

/s/ Kathryn C. Gould

Kathryn C. Gould

/s/ Paul G. Koontz

Paul G. Koontz

/s/ Michael N. Schuh

Michael N. Schuh

/s/ Adam Grosser

Adam Grosser

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Exhibit(s):

A: Joint Filing Statement

EXHIBIT A

We, the undersigned, hereby express our agreement that the attached Schedule 13G (or any amendments thereto) relating to the Common Stock of Atheros Communications, Inc. is filed on behalf of each of us.

Dated: February 7, 2006

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FOUNDATION CAPITAL MANAGEMENT CO. II, L.L.C.

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II, L.P.

By: Foundation Capital Management Co. II, L.L.C.
its General Partner

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II ENTREPRENEURS FUND, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.
its Manager

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL II PRINCIPALS FUND, L.L.C.

By: Foundation Capital Management Co. II, L.L.C.
its Manager

By: /s/ William B. Elmore

Member

FC LEADERSHIP MANAGEMENT CO., L.L.C.

By: /s/ William B. Elmore

Member

FOUNDATION CAPITAL LEADERSHIP FUND, L.P.

By: FC Leadership Management Co., L.L.C.
its General Partner

By: /s/ William B. Elmore

Member

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FOUNDATION CAPITAL LEADERSHIP PRINCIPALS FUND, L.L.C.

By: FC Leadership Management Co., L.L.C.
its Manager

By: /s/ William B. Elmore

Member

/s/ James C. Anderson

James C. Anderson

/s/ William B. Elmore

William B. Elmore

/s/ Kathryn C. Gould

Kathryn C. Gould

/s/ Paul G. Koontz

Paul G. Koontz

/s/ Michael N. Schuh

Michael N. Schuh

/s/ Adam Grosser

Adam Grosser